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August 16, 1989

16486
RECORDATION NO. FILED 1428

AUG 18 1989 - 1 35 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are two (2) executed counterparts of a Bill of Sale dated as of August 16, 1989.

A general description of the railroad equipment covered by the enclosed document is:

<u>DESIGNATION</u>	<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
	4300 cubic foot capacity,	55	CRL 1005,
	100 ton truck capacity		CRL 1442-
	Aluminum/Steel Bethgon		1495,
	Coalporter cars		inclusive

The names and addresses of the parties to the enclosed document are:

BUYER: Westinghouse Credit Corporation
One Oxford Centre
Pittsburgh, PA 15219

SELLER: Bethlehem Steel Corporation
Bethlehem, PA 18016

A fee of \$ 13.00 is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

A short summary of the document to appear in the Index follows:

Bill of Sale from Bethlehem Steel Corporation, to Westinghouse Credit Corporation dated August 16, 1989 covering

Victoria Burton
C. O. O'Brien

fifty-five (55) railroad cars, numbered CRL 1005 and CRL 1442 - 1495, inclusive.

You are hereby authorized to deliver one copy of the Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

MCCANN, GARLAND, RIDALL & BURKE

By *Michael J Woodring /SKC*
Michael J. Woodring

Enclosure

07LT32/83
81689-1732

Bethlehem Steel Corporation

BETHLEHEM, PA 18016



16486
RECORDATION #13 FILED 1425

AUG 18 1989 -1 35 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

BETHLEHEM STEEL CORPORATION, (hereinafter called the "Builder") in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration to it paid, the receipt of which is hereby acknowledged, in full payment for the railroad equipment hereinafter specified, does hereby sell, assign, transfer and set over to Westinghouse Credit Corporation (hereinafter called the "Company"), all right, title and interest of the Builder in the equipment specified in Schedule A attached hereto, all of which equipment has been delivered by the Builder to the Company pursuant to the terms of that certain Agreement (hereinafter called the "Agreement") dated as of April 17, 1989, between the Builder and the Company.

And the Builder hereby warrants to the Company that at the time of delivery of each unit of the equipment to the Company the Builder had legal title to such unit, free from all liens, claims and encumbrances.

IN WITNESS WHEREOF, the Builder has caused this instrument to be signed by a duly authorized officer and its corporate seal to be hereunto affixed, duly attested, this 16th day of August, 1989.

BETHLEHEM STEEL CORPORATION

By A. M. Weller
A. M. Weller
Vice President and
Treasurer

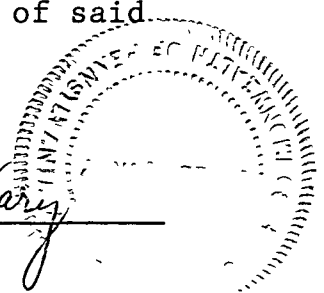
Attest:

R. J. [Signature]
Assistant Secretary

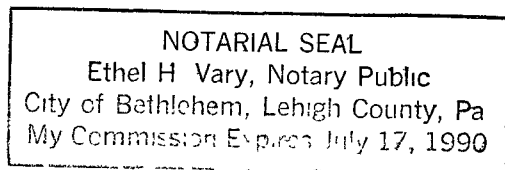
COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF LEHIGH)

On this 16th day of August, 1989, before me,
personally appeared A. M. Weffer, to me personally
known, who being by me duly sworn, says that he is a Vice President and Treasurer
of Bethlehem Steel Corporation,
that the seal affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument was
signed and sealed on behalf of said corporation by authority of
its Board of Directors; and he acknowledged that the execution
of the foregoing instrument was the free act and deed of said
corporation.

Ethel H Vary
Notary Public



CLAW.SJS23.C545



SCHEDULE A TO BILL OF SALE
FROM BETHLEHEM STEEL CORPORATION TO
WESTINGHOUSE CREDIT CORPORATION

Description of Railroad Equipment referred to in the
foregoing Bill of Sale:

<u>Number of Units</u>	<u>Description of Equipment</u>	<u>Individual Numbers</u>
55	Aluminum/Steel Bethgon Coalporter Cars	CRL 1005 CRL 1442-1495, inclusive